

Exhibit A

*Proposed Order to Motion to Establish Notice, Service, and Case Management Procedures  
Pursuant to 11 U.S.C. §§ 102(1)(A) and 105(a) and Bankruptcy Rules 2002(m) and 9007,  
In re Jefferson Cnty., Ala., Case No. 11-5736-TBB-9,  
Docket No. 11 at 15 (Bankr. N.D. Ala. Nov. 9, 2011)*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

<b>In re:</b>	)	
	)	
<b>JEFFERSON COUNTY, ALABAMA,</b>	)	<b>Case No. 11-5736-TBB-9</b>
<b>a political subdivision of the State of</b>	)	
<b>Alabama,</b>	)	<b>Chapter 9 Proceeding</b>
	)	
<b>Debtor.</b>	)	

**MOTION TO ESTABLISH NOTICE, SERVICE, AND CASE MANAGEMENT  
PROCEDURES PURSUANT TO 11 U.S.C. §§ 102(1)(A) AND 105(a)  
AND BANKRUPTCY RULES 2002(m) AND 9007**

Jefferson County, Alabama, the debtor in the above referenced case (the “County”), moves the Court to establish notice, service, and case management procedures (collectively, the “Procedures”) pursuant to 11 U.S.C. §§ 102(1)(A) and 105(a) and Rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), as follows:

**BACKGROUND**

**A. Procedural Posture.**

1. On November 9, 2011 (the “Filing Date”), the County filed a voluntary petition for relief under Chapter 9 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).
2. The County is a political subdivision of the State of Alabama.
3. No official committee of unsecured creditors has been appointed in the County’s Chapter 9 case.

**B. County's Background.**

4. Contemporaneously herewith, the County filed its Memorandum in Support of Eligibility (the "Memorandum"). The Memorandum contains a thorough description of the County, its debt structure and the events leading up to the commencement of the County's Chapter 9 case.

**JURISDICTION AND NOTICE**

5. The County brings its motion (the "Motion") pursuant to Sections 102(1)(A) and 105<sup>1</sup> of the Bankruptcy Code and Bankruptcy Rules 2002(m) and 9007.

6. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334(b). The Motion is a core proceeding under 28 U.S.C. § 157(b)(2).

7. The County will serve a copy of this Motion on all parties on the Master Service List, as that term is defined herein. The Motion shall be served by electronic mail or, where an electronic mail address is not known or available, by facsimile or, where a facsimile number is not known or available, by overnight delivery.

**SUMMARY OF RELIEF REQUESTED**

8. The potential creditor pool in the County's case is vast, with approximately 700,000 people residing within the County and with over 16,000 entries appearing in the County's historical accounts payable ledger.<sup>2</sup> Broad notice and service requirements would impose onerous expense and administrative requirements upon the County and would be unduly burdensome to the County.

9. The County proposes to reduce expenses and lessen its administrative burden by limiting notice and service requirements pursuant to Sections 102(l)(A) and 105(a) of the

---

<sup>1</sup> Section 103(f) of the Bankruptcy Code provides that Chapter 1 of the Bankruptcy Code applies in a Chapter 9 case.

<sup>2</sup> Of those 16,000 entries, approximately 400 of them had an outstanding balance in the County's books and records as of the Filing Date.

Bankruptcy Code and Bankruptcy Rule 2002 and by allowing the County to satisfy its noticing and service obligations through electronic means.

**RELIEF REQUESTED**

10. Bankruptcy Rule 2002(a) provides that, unless otherwise ordered by the court, notice of certain matters must be given to all of a Chapter 9 debtor's creditors and other parties in interest.

11. The Bankruptcy Code and the Bankruptcy Rules provide this Court with authority, however, to establish noticing and servicing procedures that are tailored to fit the specific needs of a given case and reduce the costs of providing notice. Section 102(1)(A) of the Bankruptcy Code provides that all notice and hearing requirements in the Bankruptcy Code shall be construed as mandating "such notice as is appropriate in the particular circumstances." Bankruptcy Rule 2002(m) enables courts to enter orders designating matters in respect to which, the entities to whom, and the manner in which notices shall be sent pursuant to the provisions of the Bankruptcy Code. In addition, the Court has general authority to regulate notices pursuant Bankruptcy Rule 9007. Section 105(a) of the Bankruptcy Code authorizes bankruptcy courts to issue any order that is necessary or appropriate to carry out the provisions of the Bankruptcy Code.

12. Most pleadings in the County's case will involve matters that directly affect a relatively small number of the County's creditors. Providing notice and service of each and every pleading upon all creditors would be inefficient and a waste of the County's limited resources.

13. Accordingly, the County proposes that the Court enter an order, effective as of the Filing Date, (a) limiting the number of parties upon whom notice must be served; (b) providing

an alternative means of access to this Court's docket and to relevant documents via a website to be maintained at the County's expense either on the County's website or on the website of a third party noticing agent to be engaged by the County; and (c) designating the manner of service with respect to all matters for which the Bankruptcy Code and the Bankruptcy Rules authorize the Court to designate or limit the parties entitled to notice and manner of service.

**A. Filing Procedures.**

14. Filing. All notices, motions, pleadings, applications, other requests for relief and all documents filed in support thereof (collectively, the "Pleadings") in the County's case, and the filing of any objections ("Objections") or replies thereto (the "Replies" and together with the Pleadings and the Objections, the "Documents") shall be filed electronically with the Court on the docket of the County's Chapter 9 bankruptcy case as styled above, pursuant to the Court's Administrative Order No. 04-1 (<http://www.alnb.uscourts.gov/forms/admin0401.pdf>). The Documents shall be noticed and served in accordance with the procedures set forth below.

15. Notices of Appearance. Any creditor or party in interest that wishes to receive notice in this Chapter 9 case and is not otherwise entitled to notice pursuant to the procedures set forth herein shall file a notice of appearance and request for service of papers in accordance with Bankruptcy Rules 2002 and 9010(b). The request shall include the following: (a) the party's name and address; (b) the name of the client, if applicable; (c) an e-mail address at which the requesting party may be served; (d) an address by which the requesting party may be served by U.S. mail, hand delivery and overnight delivery; (e) the party's relationship to the County's case, i.e., trade creditor, warrant holder, interested party; and (f) a facsimile number for the requesting party. Notwithstanding Bankruptcy Rules 2002 and 9010(b), no request for service filed in this Chapter 9 case shall have any effect unless the foregoing requirements are satisfied. Any

individual or entity filing a notice of appearance pursuant to Bankruptcy Rule 2002 that does not maintain and cannot practicably obtain an e-mail address must include in its notice of appearance a certification stating the same. Notice will be provided to that individual or entity by U.S. mail, overnight delivery, hand delivery or facsimile, with the choice of the mode of service to be made by the County in the County's sole discretion.

**B. Service and Noticing Procedures.**

16. Master Service List. The County proposes that, with respect to all matters or proceedings other than those described in Bankruptcy Rules 2002(a)(5), 2002(a)(7), 2002(b), and 2002(f), the Court order that all Documents need be served only upon the following parties (the "Master Service List"):

a. The County's Chapter 9 counsel:

Patrick Darby  
Bradley Arant Boult Cummings LLP  
1819 Fifth Avenue North  
Birmingham, AL 35203  
Email: [pdarby@babco.com](mailto:pdarby@babco.com)

Jay Bender  
Bradley Arant Boult Cummings LLP  
1819 Fifth Avenue North  
Birmingham, AL 35203  
Email: [jbender@babco.com](mailto:jbender@babco.com)

Kenneth Klee  
Klee, Tuchin, Bogdanoff & Stern LLP  
1999 Avenue of the Stars, Thirty-Ninth Floor  
Los Angeles, CA 90067-5061  
Email: [kklee@ktbslaw.com](mailto:kklee@ktbslaw.com)

Lee Bogdanoff  
Klee, Tuchin, Bogdanoff & Stern LLP  
1999 Avenue of the Stars, Thirty-Ninth Floor  
Los Angeles, CA 90067-5061  
Email: [lbogdanoff@ktbslaw.com](mailto:lbogdanoff@ktbslaw.com)

- b. The County's special counsel, as follows:

J. F. "Foster" Clark, Esq.  
Balch & Bingham LLP  
1901 6th Avenue North  
2600 AmSouth Harbert Plaza  
Birmingham, AL 35203-4644  
Email: [fclark@balch.com](mailto:fclark@balch.com)

J. Hobson Presley, Jr.  
Presley Burton & Collier, LLC  
2801 Highway 280 South, Suite 700  
Birmingham, AL 35223-2483  
Email: [hpresley@presleyllc.com](mailto:hpresley@presleyllc.com)

- c. The County Attorney:

Jeffrey M. Sewell, County Attorney  
Room 280, Jefferson County Courthouse  
716 North Richard Arrington Jr. Blvd.  
Birmingham, AL 35203  
Email: [sewellj@jccal.org](mailto:sewellj@jccal.org)

- d. Counsel for any official committee appointed pursuant to Section 1102 of the Bankruptcy Code (as made applicable by Section 901 of the Bankruptcy Code) or, absent and prior to the appointment of any such committee, to each of the creditors included on the list of creditors holding the twenty largest unsecured claims as filed by the County;

- e. The Bankruptcy Administrator, as follows:

Office of the Bankruptcy Administrator  
c/o J. Thomas Corbett, Esq.  
United States Bankruptcy Court  
Robert S. Vance Federal Building  
1800 5th Ave. North  
Birmingham AL 35203  
E-mail: [Thomas\\_Corbett@alnb.uscourts.gov](mailto:Thomas_Corbett@alnb.uscourts.gov)

- f. The Office of the Governor of the State of Alabama, as follows:

Cooper Shattuck, Esq.  
Legal Advisor  
Office of the Governor  
State of Alabama  
Office of the Governor  
State Capitol, Room N-104  
600 Dexter Avenue  
Montgomery, AL 36130

David Perry, Esq.  
Finance Director  
Office of the Governor  
State of Alabama  
Office of the Governor  
State Capitol, Room N-104  
600 Dexter Avenue  
Montgomery, AL 36130

- g. The Office of the Attorney General of the State of Alabama:

Luther Strange, Esq.  
Attorney General  
State of Alabama  
501 Washington Avenue  
Montgomery, AL 36130

- h. ADEM, as follows:

Alabama Dept. of Environmental Management  
Tom Johnston Esq.  
General Counsel  
P. O. Box 301463  
Montgomery AL 36130-1463  
Phone: (334) 271-7855  
Fax: (334) 394-4332

- i. The EPA, as follows:

Environmental Protection Agency  
Ariel Rios Building  
1200 Pennsylvania Avenue, N.W.  
Washington, DC 20460



Environmental Protection Agency  
Atlanta Federal Center  
61 Forsyth Street, SW  
Atlanta, GA 30303-3104

- j. The Securities and Exchange Commission, as follows:

SEC Headquarters  
100 F Street, NE  
Washington, DC 20549

- k. The Internal Revenue Service, as follows:

Internal Revenue Service  
Centralized Insolvency Operation  
Post Office Box 21126  
Philadelphia, PA 19114-0326

- l. The indenture trustees and paying agents for the County's warrant holders, as follows:

The Bank of New York Trust Company of Florida, N.A., as Indenture Trustee  
c/o Gerald F. Mace  
Waller Lansden Dortch & Davis, LLP  
511 Union Street, Suite 2700  
Nashville, TN 37219  
Email: [gerald.mace@wallerlaw.com](mailto:gerald.mace@wallerlaw.com)

The Bank of New York Trust Company of Florida, N.A., as Indenture Trustee  
c/o Larry Childs, Esq.  
Waller Lansden Dortch & Davis, LLP  
Regions Harbert Plaza  
1901 Sixth Avenue North, Suite 1400  
Birmingham, AL 35203  
Email: [larry.childs@wallerlaw.com](mailto:larry.childs@wallerlaw.com)

U.S. Bank, National Association, as Paying Agent  
2204 Lakeshore Drive Suite 302  
Mail Code: EX-AL-WWPH  
Homewood, AL 35209  
Email: [felicia.cannon@usbank.com](mailto:felicia.cannon@usbank.com)

m. Material holders of the County's non-recourse sewer warrants, as follows:

Bank of America, N.A.  
c/o David L. Eades  
Moore & Van Allen, PLLC  
100 North Tryon Street, Suite 4700  
Charlotte, NC 28202-4003  
Email: [davideades@mvalaw.com](mailto:davideades@mvalaw.com)

The Bank of New York Mellon  
c/o Thomas C. Mitchell  
Orrick, Herrington & Sutcliffe LLP  
The Orrick Building  
405 Howard Street  
San Francisco, CA 94105-2669  
Email: [tc Mitchell@orrick.com](mailto:tc Mitchell@orrick.com)

The Bank of Nova Scotia and Lloyds TSB Bank PLC  
c/o James E. Spiotto  
Chapman & Cutler LLP  
111 West Monroe Street  
Chicago, IL 60603-4080  
Email: [spiotto@chapman.com](mailto:spiotto@chapman.com)

JPMorgan Chase Bank  
Steve M. Fuhrman, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
Email: [sfuhrman@stblaw.com](mailto:sfuhrman@stblaw.com)

Lloyds TSB Bank PLC  
c/o James E. Spiotto  
Chapman & Cutler LLP  
111 West Monroe Street  
Chicago, IL 60603-4080  
Email: [spiotto@chapman.com](mailto:spiotto@chapman.com)

Regions Bank  
c/o Jayna Partain Lamar  
Maynard Cooper & Gale, P.C.  
AmSouth/Harbert Plaza, Suite 2400  
1901 6th Avenue North  
Birmingham, AL 35203-2618  
Email: [jlamar@maynardcooper.com](mailto:jlamar@maynardcooper.com)

Societe Generale  
c/o Mark J. Fiekers  
Ashurst LLP  
1725 I Street NW, Suite 300  
Washington, DC 20006  
Email: [mark.fiekers@ashurst.com](mailto:mark.fiekers@ashurst.com)

Societe Generale  
c/o Joyce T. Gorman  
Ashurst LLP  
1725 I Street NW, Suite 300  
Washington, DC 20006  
Email: [joyce.gorman@ashurst.com](mailto:joyce.gorman@ashurst.com)

State Street Bank and Trust Company  
c/o William W. Kannel  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
One Financial Center  
Boston, MA 02111  
Email: [wkannel@mintz.com](mailto:wkannel@mintz.com)

- n. Material holders of the County's general obligation warrants, as follows:

Bayerische Landesbank  
560 Lexington Avenue  
18<sup>th</sup> Floor  
New York, NY 10022

JPMorgan Chase Bank  
Attn: Michael Mak  
60 Wall Street  
New York, NY 10260

- o. The liquidity agent for certain of the non-recourse sewer warrants, as follows:

JPMorgan Chase Bank, as Liquidity Agent  
c/o John A. Henry, Jr.  
Kutak Rock LLP  
1801 California Street, Suite 3100  
Denver, CO 80202  
Email: [john.henry@kutakrock.com](mailto:john.henry@kutakrock.com)

- p. Insurers of warrants issued by the County, as follows:

Financial Security Assurance  
c/o Mark N. Berman  
Nixon Peabody LLP  
100 Summer Street  
Boston, MA 02110-2131  
Email: [mberman@nixonpeabody.com](mailto:mberman@nixonpeabody.com)

Financial Guaranty Insurance Company  
c/o H. Slayton "Slate" Dabney, Jr.  
King & Spaulding  
1185 Avenue of the Americas  
New York, NY 10036-4003  
Email: [sdabney@kslaw.com](mailto:sdabney@kslaw.com)

Syncora Guarantee, Inc.  
c/o Quinn Emanuel Urquhart & Sullivan, LLP  
Jonathan E. Pickhardt  
Jake M. Shields  
Jeffrey C. Berman  
51 Madison Avenue, 22<sup>nd</sup> Floor  
New York, NY 10010  
[jonpickhardt@quinnemanuel.com](mailto:jonpickhardt@quinnemanuel.com)  
[jakeshields@quinnemanuel.com](mailto:jakeshields@quinnemanuel.com)  
[jeffreyberman@quinnemanuel.com](mailto:jeffreyberman@quinnemanuel.com)

National Public Finance Guarantee  
c/o Adam Berganzi  
Chief Risk Officer  
113 King Street  
Armonk, NY 10504  
Email: [adam.berganzi@nationalpfg.com](mailto:adam.berganzi@nationalpfg.com)

- q. Pre-petition receiver for County's sewer system, as follows:

John S. Young, Jr. LLC, as Receiver  
c/o Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.  
Timothy M. Lupinacci, Esq.  
W. Patton Hahn, Esq.  
1600 Wachovia Tower  
Birmingham, AL 35203  
Email: [tlupinacci@bakerdonelson.com](mailto:tlupinacci@bakerdonelson.com)  
Email: [phahn@bakerdonelson.com](mailto:phahn@bakerdonelson.com)

- r. Creditors and parties in interest who file with the Court and properly service on the County's Chapter 9 counsel a request for special service and notice; and
- s. Any party against whom direct relief is sought by motion or otherwise, such as the non-debtor counterparty to an executory contract or unexpired lease that the County may propose to assume or reject.

17. Updating of Master Service List. If counsel for any of the parties on the Master Service List is to be added or replaced, the additional or replacement counsel may report this to the County by both filing with the Court and serving on the County's Chapter 9 counsel a request for special notice, including such counsel's e-mail address. Parties listed in the Master Service List for whom e-mail addresses are not listed above shall, to the extent available, promptly advise the County's Chapter 9 counsel in writing of their e-mail addresses to which notices should be sent. The County shall maintain and update from time to time the Master Service List, and file the same from time to time with the Court.

18. E-mail Service by the County. The County may serve Documents upon the parties identified in the Master Service List by e-mail in accordance with the procedures set forth herein.<sup>3</sup> All Documents served by the County by e-mail shall include access to an attached file containing the entire Document, including, as may be applicable, the proposed form(s) of orders and any exhibits, attachments, and other relevant materials, in ".pdf" format, readable by Adobe Acrobat or an equivalent program. Notwithstanding the foregoing, if a Document cannot be annexed to an e-mail (because of its size, technical difficulties, or otherwise), the County may, in its sole discretion, (a) serve the entire Document by U.S. mail or overnight delivery, including the proposed form(s) of orders and any exhibits, attachments, and other relevant materials, or (b) email the party being served and include a notation that the Document cannot be annexed and

---

<sup>3</sup> A printed copy of the order approving these Procedures shall be served upon all parties on the Master Service List on the date the order approving the Procedures is entered.

will be mailed only if requested. Service by e-mail shall be effective as of the date the Document is sent by e-mail to the address provided by a party. If service is done by e-mail, the County shall not be required to serve a paper copy of Documents on interested parties by fax or regular mail. Except as otherwise provided herein, e-mail service shall satisfy the Court's rules for service.

19. Alternative Methods of Service. If a party entitled to notice of a Pleading does not have an e-mail address or if the e-mail address of a party is not known by the County or if service is initially attempted by e-mail but is returned or "bounced" due to an incorrect e-mail address, that party shall be served by U.S. first class mail, overnight delivery, facsimile, or hand delivery (the choice being in the County's sole discretion).

20. Additional Notice through Website. Although the County believes the noticing procedures set forth above satisfy the applicable requirements of the Bankruptcy Code and the Bankruptcy Rules, the County also proposes to have a website accessible through the City's current website (<http://jeffconline.jccal.org/>) through which material pleadings, orders, notices, lists, and other documents regarding the County's Chapter 9 case and the proceedings before this Court will be available for review by the public. The County requests that such website be maintained through the Clerk of this Court, as has been done in the past with other cases of national interest filed in this Court. Alternatively the County proposes to maintain this website through the use of the County's internal staff or through the assistance of a third-party vendor engaged by the County.

21. Affidavits of Service. Upon the completion of noticing any particular matter, the party seeking relief shall file with the Court within (3) business days thereof either an affidavit of service or a certification of service annexing the list of parties that received notice.

22. Confidentiality. Nothing in these Procedures shall prejudice the right of any party to move the Court to request relief under Section 107(b) of the Bankruptcy Code to protect any entity with respect to a trade secret or confidential research, development, or commercial information or to protect a person with respect to scandalous or defamatory matter contained in a Document filed in this case.

23. Scope of Modification of Notice and Service Requirements. The County does not propose in this Motion to modify the notice requirements set forth in Bankruptcy Rules 2002(a)(5), 2002(a)(7), 2002(b), and 2002(f). In addition, the County has filed contemporaneously herewith a separate motion asking the Court to approve proposed procedures for providing the notices required pursuant to Section 923 of the Bankruptcy Code. The County reserves the right to request notice and service on different terms and conditions with respect to any particular matter.

**C. Hearings and Related Procedural Matters.**

24. Omnibus Hearings. The County shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings (“Omnibus Hearings”) at which Pleadings shall be heard. If Omnibus Hearings are scheduled, the following guidelines shall apply:

- a. Matters that may be Scheduled for Hearings other than Omnibus Hearings.  
Hearings in connection with (i) claims objections, (ii) pre-trial conferences and trials related to adversary proceedings, (iii) approval of the disclosure statement, (iv) plan confirmation, and (v) any other Pleadings filed by the County may be scheduled for dates other than the Omnibus Hearing dates. However, initial pre-trial conferences scheduled in connection with adversary proceedings shall be set on the next available Omnibus Hearing

date that is at least 45 days after the filing of the complaint. Hearings on all other Pleadings filed by a party other than the County must be scheduled for an Omnibus Hearing, except as provided in subsection (b) of this paragraph.

- b. Emergency Relief. In the event that a matter is filed for which the filing party desires expedited relief prior to the next Omnibus Hearing Date, said party may request an emergency hearing for good cause shown in addition to or in lieu of the Omnibus Hearing Date.

25. Hearings. Unless otherwise ordered by the Court (and except as provided below with respect to stay relief motions), all Pleadings shall be noticed for hearing on the next available Omnibus Hearing date that is at least twenty (20) days after such Pleading is filed and notice thereof is served on the appropriate parties. Notwithstanding the foregoing, if a Pleading requests relief pursuant to Bankruptcy Rules 2002(a) and (b), the Pleading shall be scheduled for the next available Omnibus Hearing date following the expiration of the time period set forth in the rule.

26. Telephonic Participation. The County proposes that, unless the Court determines otherwise, telephonic appearance at all hearings should be authorized, except that those appearing telephonically may not examine witnesses. All requests for telephonic appearances should be made to the Court's chambers at least one business day before the hearing.

27. Objection Deadlines. Except as specifically provided otherwise herein, the deadline to file an Objection (the "Objection Deadline") to any Pleading shall be (a) noon prevailing Central Time on the sixth (6<sup>th</sup>) business day prior to the hearing date for such Pleading or (b) any date otherwise ordered by the Court. The Objection Deadline may be extended with



the consent of the movant or applicant. The Objection will not be considered timely filed unless filed with the Court and received by the Master Service List on or before the applicable Objection Deadline.

28. Deadline for Filing Reply. Unless otherwise ordered by the Court, a reply to an Objection shall be filed with the Court and served in accordance with these Procedures on or before noon prevailing Central Time on the day that is two (2) business days before the hearing date for the Pleading with respect to which the Objection was filed.

29. Examination of Witnesses at Hearings. Unless otherwise ordered by the Court, no party, other than the County, will be permitted to examine a witness at any hearing on a contested matter in the County's bankruptcy case unless the party has timely and properly filed and served a Pleading, Objection, Reply or other Document, in accordance with the procedures set forth herein, that directly relates to such contested matter. Furthermore, parties appearing telephonically for hearings on contested matters may not examine witnesses.

30. Agenda. By approximately 4:00 p.m., prevailing Central Time on the day before a scheduled hearing, the County shall file with the Court an agenda setting forth each matter to be heard at the hearing, the objections filed, and whether such matter is contested, and shall serve the agenda by email on all parties on the Master Service List for whom the County has e-mail addresses. Agendas shall not be required where the County has less than forty-eight (48) hours' notice of the hearing. The matters listed on the agenda shall be limited to matters of substance and shall not include administrative filings such as notices of appearance and affidavits of service.

31. Settlements. In the event a matter is properly noticed for hearing and the parties reach agreement on a settlement of the dispute prior to the final hearing, the parties may

announce the settlement at the scheduled hearing. In the event the Court determines that the notice of the dispute and the hearing is adequate notice of the effects of the settlement (i.e., that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement. In the event the Court determines that additional or supplemental notice is required, the County shall serve such notice in accordance with the procedures set forth herein and a hearing to consider such settlement shall be on the next hearing day deemed appropriate by the Court.

**D. Automatic Stay Proceedings.**

32. Hearings and Objection Deadlines. Notwithstanding anything contained herein, motions for relief from the automatic stay filed pursuant to Section 362 of the Bankruptcy Code shall be noticed for consideration for the Omnibus Hearing that is at least twenty-five (25) days after the motion is filed and notice is served upon the County. Unless otherwise ordered by the Court, the objection deadline for the County shall be the later to occur of (i) twenty (20) days after the date of filing and service of the motion, or (ii) two (2) business days before the scheduled hearing.

33. Automatic Relief Provision Inapplicable. Notwithstanding Section 362(e) of the Bankruptcy Code, if a motion with respect to a request for relief under Section 362(d) of the Bankruptcy Code is scheduled for a date that is on or after the thirtieth day after the moving party's request for relief was made, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under Section 362(d) of the Bankruptcy Code, and shall be deemed to

have waived its right to assert the termination of the automatic stay under Section 362(e) of the Bankruptcy Code.

34. Reservation of Rights. The County reserves all rights under Section 904 of the Bankruptcy Code.

### ARGUMENT

35. Limiting notice in the manner described above is appropriate under the circumstances. A blanket requirement of notice and service by mail on all creditors and parties in interest for all matters in the County's case will cause undue expense, inconvenience, and delay in the administration of the County's case. With respect to matters related to the general administration of the County's case, the County can provide adequate notice and service by providing notice and service to the Master Service List. Establishing notice and service requirements as set forth herein will best serve the interests of the County's creditors and other parties in interest. To the extent the Court deems additional or alternative service may be required or prudent with respect to any matter, the Court may direct that such additional or alternative service be provided.

36. Section 102(1)(A) of the Bankruptcy Code provides that all notice and hearing requirements in the Bankruptcy Code shall be construed as mandating such notice and opportunity for a hearing "as is appropriate in the particular circumstances." The Court has the authority under Section 105(a) of the Bankruptcy Code to issue any order that is necessary or appropriate to carry out the provisions of the Bankruptcy Code. The Court is further authorized by Bankruptcy Rule 2002(m) to enter orders designating matters in respect to which, and the entities to whom, notices shall be sent pursuant to the provisions of the Bankruptcy Code. In addition, the Court has general authority to regulate notices pursuant Bankruptcy Rule 9007.

The County submits that implementation of the Procedures is appropriate in this Chapter 9 case and within the Court's equitable powers under Section 105 of the Bankruptcy Code.

37. Approval of the Procedures is in the best interests of the County and its creditors. In addition to the discharge of its ordinary duties, the County's personnel now carry the additional burdens imposed by the commencement of this Chapter 9 case. This burden is particularly onerous in light of the substantial reductions in force the County has implemented recently due to its financial problems. The Procedures, by authorizing the County to schedule Omnibus Hearing dates, establishing clear timelines for the filing of requests for relief, and allowing, with certain exceptions, electronic service, will assist the County's management in organizing the County's time and directing the attention of its personnel to issues raised in this Chapter 9 case. It will also reduce the cost of administration of this case.

38. Similar procedures, including service by e-mail, have been approved in other chapter 9 and 11 cases. *See, e.g., In re Dixie Pellets, Inc.*, Case No. 09-05411 (TOM) (Bankr. N.D. Ala. Sept. 30, 2009) [Docket No. 79]; *In re Moore-Handley, Inc., et al.*, Case No. 09-04198 (TBB) (Bankr. N.D. Ala. July 29, 2009) [Docket No. 75]; *In re City of Vallejo, California*, Case No. 2008-26813 (Bankr. E.D. Cal. May 29, 2008) [Docket No. 48]. The County submits that its circumstances warrant similar relief.

### CONCLUSION

39. The County submits that the notice and service requirements proposed herein comport with due process and will ensure adequate and appropriate notice under the circumstances. The procedures provided for herein will prevent the wasteful and unnecessary depletion of the County's assets through global service of all notices, pleadings, and other Court documents on all creditors, equity security holders and other parties.

40. Establishing notice and servicing requirements as set forth herein is in the best interests of the County, its creditors, and other parties in interest.

41. The County files this Motion without prejudice to or waiver of its rights pursuant to Section 904 of the Bankruptcy Code, and nothing herein is intended as or shall be deemed to constitute the County's consent pursuant Section 904 of the Bankruptcy Code to this Court's interference with (a) any of the political or governmental powers of the County, (b) any of the property or revenues of the County, or (c) the County's use or enjoyment of any income-producing property.

**WHEREFORE, PREMISES CONSIDERED,** the County respectfully requests the Court, pursuant to Sections 102(1)(A) and 105(a) of the Bankruptcy Code and Bankruptcy Rule 2002(m), to enter an order in substantially the same form of the proposed order attached hereto:

A. Approving the notice and service requirements and case management procedures as set forth above; and

B. Granting such other, further and different relief as may be just and proper.

Respectfully submitted this the 9<sup>th</sup> day of November, 2011.

By: /s/ Jay Bender

**BRADLEY ARANT BOULT CUMMINGS LLP**

Counsel for Jefferson County, Alabama

Patrick Darby

Jay R. Bender

Chris Hawkins

One Federal Place

1819 Fifth Avenue North

Birmingham, Alabama 35203-2104

Telephone: (205) 521-8000

Facsimile: (205) 521-8500

[pdarby@babbc.com](mailto:pdarby@babbc.com)

[jbender@babbc.com](mailto:jbender@babbc.com)

[chawkins@babbc.com](mailto:chawkins@babbc.com)

and

**KLEE, TUCHIN, BOGDANOFF & STERN  
LLP**

Counsel for Jefferson County, Alabama

Kenneth Klee (*pro hac vice* motion pending)

Lee Bogdanoff (*pro hac vice* motion pending)

David Stern (*pro hac vice* motion pending)

1999 Avenue of the Stars, Thirty-Ninth Floor

Los Angeles, CA 90067-5061

Telephone: (310) 407-4000

Facsimile: (310) 407-9090

[kklee@ktbslaw.com](mailto:kklee@ktbslaw.com)

[lbogdanoff@ktbslaw.com](mailto:lbogdanoff@ktbslaw.com)

[dstern@ktbslaw.com](mailto:dstern@ktbslaw.com)

**ATTORNEYS FOR JEFFERSON COUNTY,  
ALABAMA**

**CERTIFICATE OF SERVICE**

I hereby certify that on November 9, 2011, a copy of the foregoing and the exhibit thereto was served upon all parties identified on the attached service list by the means specified therein.

/s/ Jay Bender  
\_\_\_\_\_  
OF COUNSEL

# MASTER SERVICE LIST

## VIA E-MAIL:

Jefferson County, Alabama c/o Patrick Darby c/o Jay Bender Bradley Arant Boult Cummings LLP 1819 Fifth Avenue North Birmingham, AL 35203 <a href="mailto:pdarby@babco.com">pdarby@babco.com</a> <a href="mailto:jbender@babco.com">jbender@babco.com</a>	Jefferson County Special Counsel J.F. "Foster" Clark, Esq. Balch & Bingham, LLC 1901 6th Avenue North 2600 AmSouth Harbert Plaza Birmingham, AL 35203-4644 <a href="mailto:fclark@balch.com">fclark@balch.com</a>
Jefferson County, Alabama c/o Kenneth Klee c/o Lee Bogdanoff Klee, Tuchin, Bogdanoff & Stern, LLP 1999 Avenue of the Stars, Thirty-Ninth Floor Los Angeles, CA 90067-5061 <a href="mailto:kklee@ktbslaw.com">kklee@ktbslaw.com</a> <a href="mailto:lbogdanoff@ktbslaw.com">lbogdanoff@ktbslaw.com</a>	Jefferson County Special Counsel J. Hobson Presley, Jr. Presley Burton & Collier, LLC 2801 Highway 280 South, Suite 700 Birmingham, AL 35223-2483 <a href="mailto:hpresley@presleyllc.com">hpresley@presleyllc.com</a>
Jefferson County Attorney Jeffrey M. Sewell, County Attorney Room 280, Jefferson County Courthouse 716 North Richard Arrington Jr. Blvd. Birmingham, AL 35203 <a href="mailto:sewellj@jccal.org">sewellj@jccal.org</a>	Bankruptcy Administrator for the Northern District of Alabama (Birmingham) Office of the Bankruptcy Administrator c/o J. Thomas Corbett, Esq. United States Bankruptcy Court Robert S. Vance Federal Building 1800 5th Ave. North Birmingham AL 35203 <a href="mailto:Thomas_Corbett@alnaba.uscourts.gov">Thomas_Corbett@alnaba.uscourts.gov</a>
The Bank of New York Trust Company of Florida, N.A., as Indenture Trustee c/o Gerald F. Mace Waller Lansden Dortch & Davis, LLP 511 Union Street, Suite 2700 Nashville, TN 37219 <a href="mailto:gerald.mace@wallerlaw.com">gerald.mace@wallerlaw.com</a>	The Bank of New York Trust Company of Florida, N.A., as Indenture Trustee c/o Larry Childs, Esq. Waller Lansden Dortch & Davis, LLP Regions Harbert Plaza 1901 Sixth Avenue North, Suite 1400 Birmingham, AL 35203 <a href="mailto:larry.childs@wallerlaw.com">larry.childs@wallerlaw.com</a>
U.S. Bank, National Association, as Paying Agent 2204 Lakeshore Drive Suite 302 Mail Code: EX-AL-WWPH Homewood, AL 35209 <a href="mailto:felicia.cannon@usbank.com">felicia.cannon@usbank.com</a>	JPMorgan Chase Bank, as Liquidity Agent c/o John A. Henry, Jr. Kutak Rock LLP 1801 California Street, Suite 3100 Denver, CO 80202 <a href="mailto:john.henry@kutakrock.com">john.henry@kutakrock.com</a>



Bank of America, N.A. c/o David L. Eades Moore & Van Allen, PLLC 100 North Tryon Street, Suite 4700 Charlotte, NC 28202-4003 <a href="mailto:davideades@mvalaw.com">davideades@mvalaw.com</a>	The Bank of New York Mellon c/o Thomas C. Mitchell Orrick, Herrington & Sutcliffe LLP The Orrick Building 405 Howard Street San Francisco, CA 94105-2669 <a href="mailto:tmitchell@orrick.com">tmitchell@orrick.com</a>
State Street Bank and Trust Company c/o William W. Kannel Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. One Financial Center Boston, MA 02111 <a href="mailto:wkannel@mintz.com">wkannel@mintz.com</a>	The Bank of Nova Scotia c/o James E. Spiotto Chapman & Cutler LLP 111 West Monroe Street Chicago, IL 60603-4080 <a href="mailto:spiotto@chapman.com">spiotto@chapman.com</a>
Lloyds TSB Bank PLC c/o James E. Spiotto Chapman & Cutler LLP 111 West Monroe Street Chicago, IL 60603-4080 <a href="mailto:spiotto@chapman.com">spiotto@chapman.com</a>	JPMorgan Chase Bank Steve M. Fuhrman, Esq. Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017 <a href="mailto:sfuhrman@stblaw.com">sfuhrman@stblaw.com</a>
Societe Generale c/o Mark J. Fiekers c/o Joyce T. Gorman Ashurst LLP 1725 I Street NW, Suite 300 Washington, DC 20006 <a href="mailto:mark.fiekers@ashurst.com">mark.fiekers@ashurst.com</a> <a href="mailto:joyce.gorman@ashurst.com">joyce.gorman@ashurst.com</a>	Regions Bank c/o Jayna Partain Lamar Maynard Cooper & Gale, P.C. AmSouth/Harbert Plaza, Suite 2400 1901 6th Avenue North Birmingham, AL 35203-2618 <a href="mailto:jlamar@maynardcooper.com">jlamar@maynardcooper.com</a>
Financial Security Assurance c/o Mark N. Berman Nixon Peabody LLP 100 Summer Street Boston, MA 02110-2131 <a href="mailto:mberman@nixonpeabody.com">mberman@nixonpeabody.com</a>	Financial Guaranty Insurance Company c/o H. Slayton "Slate" Dabney, Jr. King & Spaulding 1185 Avenue of the Americas New York, NY 10036-4003 <a href="mailto:sdabney@kslaw.com">sdabney@kslaw.com</a>
Syncora Guarantee, Inc. c/o Quinn Emanuel Urquhart & Sullivan, LLP Jonathan E. Pickhardt Jake M. Shields Jeffrey C. Berman 51 Madison Avenue, 22 <sup>nd</sup> Floor New York, NY 10010 <a href="mailto:jonpickhardt@quinnemanuel.com">jonpickhardt@quinnemanuel.com</a> <a href="mailto:jakeshields@quinnemanuel.com">jakeshields@quinnemanuel.com</a> <a href="mailto:jeffreyberman@quinnemanuel.com">jeffreyberman@quinnemanuel.com</a>	Receiver for County's Sewer System John S. Young, Jr. LLC, as Receiver c/o Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C. Timothy M. Lupinacci, Esq. W. Patton Hahn, Esq. 1600 Wachovia Tower Birmingham, AL 35203 <a href="mailto:tlupinacci@bakerdonelson.com">tlupinacci@bakerdonelson.com</a> <a href="mailto:phahn@bakerdonelson.com">phahn@bakerdonelson.com</a>

National Public Finance Guarantee c/o Adam Bergonzi Chief Risk Officer 113 King Street Armonk, NY 10504 <a href="mailto:adam.bergonzi@nationalpfg.com">adam.bergonzi@nationalpfg.com</a>	
---	--

**VIA OVERNIGHT COURIER:**

Cooper Shattuck, Esq. Legal Advisor Office of the Governor State of Alabama Office of the Governor State Capitol, Room N-104 600 Dexter Avenue Montgomery, AL 36130	David Perry, Esq. Finance Director Office of the Governor State of Alabama Office of the Governor State Capitol, Room N-104 600 Dexter Avenue Montgomery, AL 36130
Luther Strange, Esq. Attorney General State of Alabama 501 Washington Avenue Montgomery, AL 36130	Alabama Department of Environmental Management c/o Tom Johnston, Esq. General Counsel P. O. Box 301463 Montgomery AL 36130-1463
Environmental Protection Agency Ariel Rios Building 1200 Pennsylvania Avenue, N.W. Washington, DC 20460	Environmental Protection Agency Atlanta Federal Center 61 Forsyth Street, SW Atlanta, GA 30303-3104
The Securities and Exchange Commission SEC Headquarters 100 F Street, NE Washington, DC 20549	Internal Revenue Service Centralized Insolvency Operation Post Office Box 21126 Philadelphia, PA 19114-0326
JPMorgan Chase Bank Attn: Michael Mak 60 Wall Street New York, NY 10260	Bayerische Landesbank 560 Lexington Avenue 18 <sup>th</sup> Floor New York, NY 10022 Attn: Francis X. Doyle Second Vice President
The Depository Trust Company, on behalf of the holders of the Jefferson County, Alabama, General Obligation Capital Improvement Warrants, Series 2003-A and 2004-A 55 Water Street New York, NY 10041	JPMorgan Chase Bank 60 Wall Street New York, NY 10260 Attn: William A. Austin

Shoe Station, Inc. Attn: Michael T. Cronin, Esq. Johnson Pope Bokor Ruppel & Burns, LLP 911 Chestnut Street Clearwater, FL 33576	U.S. Bank, National Association (as successor to SouthTrust Bank), as paying agent Attn: Felicia Cannon 2204 Lakeshore Drive Suite 302 Mail Code: EX-AL-WWPH Homewood AL 35209
The Bank of New York Mellon Trust Company, N.A. (f/k/a The Bank of New York Trust Company of Florida, N.A.), as registrar, transfer agent and paying agent Attn: Charles S. Northen, IV 505 N. 20 <sup>th</sup> Street Suite 950 Birmingham, AL 35203	National Public Finance Guarantee Corp. (f/k/a MBIA Insurance Corp.), as insurer of the General Obligation Capital Improvement and Refunding Warrants, 2003-A and Series 2004-A Attn: Daniel McManus, General Counsel 113 King Street Armonk, NY 10504
Morris & Dickson Co LLC P.O. Box 51367 Shreveport, LA 71135-1367	City of Hoover P.O. Box 360628 Hoover, AL 35236-0628
University of Alabama Health Services Foundation, P.C. P.O. Box 55309 Birmingham, AL 35255-5309	Beckman Coulter Dept. CH10164 Palatine, IL 60055-0164
AMT Medical Staffing, Inc. P.O. Box 12105 Birmingham, AL 35202	Teklinks Inc. 201 Summit Parkway Homewood, AL 35209
UAB Health System 619 19 <sup>th</sup> Street South Jefferson Tower, Room J306 Birmingham, AL 35249-6805	AMSOL P.O. Box 6633 High Point, NC 27262
AMCAD 15867 North Mountain Road Broadway, VA 22815	Augmentation, Inc. 3415 Independence Drive, Suite 101 Birmingham, AL 35209-8315
John Plott Company Inc. 2804 Rice Mine Road NE Tuscaloosa, AL 35406	Brice Building Co., LLC 201 Sunbelt Parkway Birmingham, AL 35211
Universal Hospital Services P.O. Box 86 Minneapolis, MN 55486-0940	Laboratory Corporation of America P.O. Box 12140 Burlington, NC 27216-2140
Medical Data Systems Inc. 2001 9 <sup>th</sup> Avenue Suite 312 Vero Beach, FL 32963	

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
SOUTHERN DIVISION**

**In re:**

**JEFFERSON COUNTY, ALABAMA,  
a political subdivision of the State of  
Alabama,**

**Debtor.**

**Case No. 11-5736-TBB-9**

**Chapter 9 Proceeding**

**ORDER ESTABLISHING NOTICE, SERVICE, AND CASE MANAGEMENT  
PROCEDURES PURSUANT TO 11 U.S.C. §§ 102(1)(A) AND 105(a)  
AND BANKRUPTCY RULE 2002(m)**

THIS MATTER came before the Court for hearing on the County's Motion to Establish Notice, Service, and Case Management Procedures Pursuant to 11 U.S.C. §§ 102(1)(A) and 105(a) and Bankruptcy Rules 2002(m) and 9007 (the "Motion").<sup>1</sup> Based on the pleadings of record, the arguments and representations of counsel, all other matters brought before the Court, and for good cause shown, the Court finds, determines and concludes that notice of the relief requested in the Motion was good and sufficient under the particular circumstances; the relief sought in the Motion is in the best interests of the County, its creditors, and all parties in interest; the legal and factual grounds set forth in the Motion establish just cause for the relief granted herein; and the Motion is due to be **GRANTED**.

**WHEREFORE**, based upon the foregoing findings of fact and conclusions of law, it is hereby

**ORDERED, ADJUDGED and DECREED** that the Motion is granted; and it is further

---

<sup>1</sup> All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Motion.

**ORDERED, ADJUDGED and DECREED** that broad notice and service requirements would impose onerous expense and administrative requirements upon the County and would be unduly burdensome to the County; and it is further

**ORDERED, ADJUDGED and DECREED** that the Bankruptcy Code and the Bankruptcy Rules provide this Court with authority to establish noticing and servicing procedures that are tailored to fit the specific needs of the County's case and reduce the costs of providing notice; and it is further

**ORDERED, ADJUDGED and DECREED** that, effective as of the Filing Date, the following noticing and servicing procedures (the "Procedures") are implemented in the County's case:

**A. Filing Procedures.**

1. Filing. All notices, motions, pleadings, applications, other requests for relief and all documents filed in support thereof (collectively, the "Pleadings") in the County's case, and the filing of any objections ("Objections") or replies thereto (the "Replies" and together with the Pleadings and the Objections, the "Documents") shall be filed electronically with the Court on the docket of the County's Chapter 9 bankruptcy case as styled above, pursuant to the Court's Administrative Order No. 04-1 (<http://www.alnb.uscourts.gov/forms/admin0401.pdf>). The Documents shall be noticed and served in accordance with the procedures set forth below.

2. Notices of Appearance. Any creditor, equity interest holder, or party in interest that wishes to receive notice in this Chapter 9 case and is not otherwise entitled to notice pursuant to the procedures set forth herein shall file a notice of appearance and request for service of papers in accordance with Bankruptcy Rules 2002 and 9010(b). The request shall include the following: (a) the party's name and address; (b) the name of the client, if applicable;

(c) an e-mail address at which the requesting party may be served; (d) an address by which the requesting party may be served by U.S. mail, hand delivery and overnight delivery; (e) the party's relationship to the County's case, i.e., trade creditor, warrant holder, interested party; and (f) a facsimile number for the requesting party. Notwithstanding Bankruptcy Rules 2002 and 9019(b), no request for service filed in this Chapter 9 case shall have any effect unless the foregoing requirements are satisfied. Any individual or entity filing a notice of appearance pursuant to Bankruptcy Rule 2002 that does not maintain and cannot practicably obtain an e-mail address must include in its notice of appearance a certification stating the same. Notice will be provided to that individual or entity by U.S. mail, overnight delivery, hand delivery or facsimile, with the choice of the mode of service to be made by the County in the County's sole discretion.

**B. Service and Noticing Procedures.**

3. Master Service List. With respect to all matters or proceedings other than those described in Bankruptcy Rules 2002(a)(5), 2002(a)(7), 2002(b), and 2002(f), all Documents need be served only upon the following parties (the "Master Service List"):

- a. The County's Chapter 9 counsel:

Patrick Darby  
Bradley Arant Boult Cummings LLP  
1819 Fifth Avenue North  
Birmingham, AL 35203  
Email: [pdarby@babco.com](mailto:pdarby@babco.com)

Jay Bender  
Bradley Arant Boult Cummings LLP  
1819 Fifth Avenue North  
Birmingham, AL 35203  
Email: [jbender@babco.com](mailto:jbender@babco.com)

Kenneth Klee  
Klee, Tuchin, Bogdanoff & Stern LLP  
1999 Avenue of the Stars, Thirty-Ninth Floor  
Los Angeles, CA 90067-5061

Email: [kklee@ktbslaw.com](mailto:kklee@ktbslaw.com)

Lee Bogdanoff  
Klee, Tuchin, Bogdanoff & Stern LLP  
1999 Avenue of the Stars, Thirty-Ninth Floor  
Los Angeles, CA 90067-5061  
Email: [lbogdanoff@ktbslaw.com](mailto:lbogdanoff@ktbslaw.com)

- b. The County's special counsel, as follows:

J. F. "Foster" Clark, Esq.  
Balch & Bingham LLP  
1901 6th Avenue North  
2600 AmSouth Harbert Plaza  
Birmingham, AL 35203-4644  
Email: [fclark@balch.com](mailto:fclark@balch.com)

J. Hobson Presley, Jr.  
Presley Burton & Collier, LLC  
2801 Highway 280 South, Suite 700  
Birmingham, AL 35223-2483  
Email: [hpresley@presleyllc.com](mailto:hpresley@presleyllc.com)

- c. The County Attorney:

Jeffrey M. Sewell, County Attorney  
Room 280, Jefferson County Courthouse  
716 North Richard Arrington Jr. Blvd.  
Birmingham, AL 35203  
Email: [sewellj@jccal.org](mailto:sewellj@jccal.org)

- d. Counsel for any official committee appointed pursuant to Section 1102 of the Bankruptcy Code (as made applicable by Section 901 of the Bankruptcy Code) or, absent and prior to the appointment of any such committee, to each of the creditors included on the list of creditors holding the twenty largest unsecured claims as filed by the County;

- e. The Bankruptcy Administrator, as follows:

Office of the Bankruptcy Administrator  
c/o J. Thomas Corbett, Esq.  
United States Bankruptcy Court  
Robert S. Vance Federal Building  
1800 5th Ave. North  
Birmingham AL 35203  
E-mail: [Thomas\\_Corbett@alnbba.uscourts.gov](mailto:Thomas_Corbett@alnbba.uscourts.gov)

- f. The Office of the Governor of the State of Alabama, as follows:

Cooper Shattuck, Esq.  
Legal Advisor  
Office of the Governor  
State of Alabama  
Office of the Governor  
State Capitol, Room N-104  
600 Dexter Avenue  
Montgomery, AL 36130

David Perry, Esq.  
Finance Director  
Office of the Governor  
State of Alabama  
Office of the Governor  
State Capitol, Room N-104  
600 Dexter Avenue  
Montgomery, AL 36130

- g. The Office of the Attorney General of the State of Alabama:

Luther Strange, Esq.  
Attorney General  
State of Alabama  
501 Washington Avenue  
Montgomery, AL 36130

- h. ADEM, as follows:

Alabama Dept. of Environmental Management  
Tom Johnston Esq.  
General Counsel  
P. O. Box 301463  
Montgomery AL 36130-1463  
Phone: (334) 271-7855  
Fax: (334) 394-4332

- i. The EPA, as follows:

Environmental Protection Agency  
Ariel Rios Building  
1200 Pennsylvania Avenue, N.W.  
Washington, DC 20460



Environmental Protection Agency  
Atlanta Federal Center  
61 Forsyth Street, SW  
Atlanta, GA 30303-3104

j. The Securities and Exchange Commission:

SEC Headquarters  
100 F Street, NE  
Washington, DC 20549

k. The Internal Revenue Service, as follows:

Internal Revenue Service  
Centralized Insolvency Operation  
Post Office Box 21126  
Philadelphia, PA 19114-0326

l. The indenture trustees and paying agents for the County's warrant holders, as follows:

The Bank of New York Trust Company of Florida, N.A., and Indenture Trustee  
c/o Gerald F. Mace  
Waller Lansden Dortch & Davis, LLP  
511 Union Street, Suite 2700  
Nashville, TN 37219  
Email: [gerald.mace@wallerlaw.com](mailto:gerald.mace@wallerlaw.com)

The Bank of New York Trust Company of Florida, N.A., as Indenture Trustee  
c/o Larry Childs, Esq.  
Waller Lansden Dortch & Davis, LLP  
Regions Harbert Plaza  
1901 Sixth Avenue North, Suite 1400  
Birmingham, AL 35203  
Email: [larry.childs@wallerlaw.com](mailto:larry.childs@wallerlaw.com)

U.S. Bank, National Association, as Paying Agent  
2204 Lakeshore Drive Suite 302  
Mail Code: EX-AL-WWPH  
Homewood, AL 35209  
Email: [felicia.cannon@usbank.com](mailto:felicia.cannon@usbank.com)

m. Material holders of the County's non-recourse sewer warrants, as follows:

Bank of America, N.A.  
c/o David L. Eades  
Moore & Van Allen, PLLC  
100 North Tryon Street, Suite 4700  
Charlotte, NC 28202-4003  
Email: [davideades@mvalaw.com](mailto:davideades@mvalaw.com)

The Bank of New York Mellon  
c/o Thomas C. Mitchell  
Orrick, Herrington & Sutcliffe LLP  
The Orrick Building  
405 Howard Street  
San Francisco, CA 94105-2669  
Email: [tc Mitchell@orrick.com](mailto:tc Mitchell@orrick.com)

The Bank of Nova Scotia and Lloyds TSB Bank PLC  
c/o James E. Spiotto  
Chapman & Cutler LLP  
111 West Monroe Street  
Chicago, IL 60603-4080  
Email: [spiotto@chapman.com](mailto:spiotto@chapman.com)

JPMorgan Chase Bank  
Steve M. Fuhrman, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
Email: [sfuhrman@stblaw.com](mailto:sfuhrman@stblaw.com)

Lloyds TSB Bank PLC  
c/o James E. Spiotto  
Chapman & Cutler LLP  
111 West Monroe Street  
Chicago, IL 60603-4080  
Email: [spiotto@chapman.com](mailto:spiotto@chapman.com)

Regions Bank  
c/o Jayna Partain Lamar  
Maynard Cooper & Gale, P.C.  
AmSouth/Harbert Plaza, Suite 2400  
1901 6th Avenue North  
Birmingham, AL 35203-2618  
Email: [jlamar@maynardcooper.com](mailto:jlamar@maynardcooper.com)

Societe Generale  
c/o Mark J. Fiekers  
Ashurst LLP  
1725 I Street NW, Suite 300  
Washington, DC 20006  
Email: [mark.fiekers@ashurst.com](mailto:mark.fiekers@ashurst.com)

Societe Generale  
c/o Joyce T. Gorman  
Ashurst LLP  
1725 I Street NW, Suite 300  
Washington, DC 20006  
Email: [joyce.gorman@ashurst.com](mailto:joyce.gorman@ashurst.com)

State Street Bank and Trust Company  
c/o William W. Kannel  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
One Financial Center  
Boston, MA 02111  
Email: [wkannel@mintz.com](mailto:wkannel@mintz.com)

- n. Material holders of the County's general obligation warrants, as follows:

Bayerische Landesbank  
560 Lexington Avenue  
18<sup>th</sup> Floor  
New York, NY 10022

JPMorgan Chase Bank  
60 Wall Street  
New York, NY 10260  
Attn: Michael Mak

- o. The liquidity agent for certain of the non-recourse sewer warrants, as follows:

JPMorgan Chase Bank, as Liquidity Agent  
c/o John A. Henry, Jr.  
Kutak Rock LLP  
1801 California Street, Suite 3100  
Denver, CO 80202  
Email: [john.henry@kutakrock.com](mailto:john.henry@kutakrock.com)

- p. Insurers of warrants issued by the County, as follows:

Financial Security Assurance  
c/o Mark N. Berman  
Nixon Peabody LLP  
100 Summer Street  
Boston, MA 02110-2131  
Email: [mberman@nixonpeabody.com](mailto:mberman@nixonpeabody.com)

Financial Guaranty Insurance Company  
c/o H. Slayton "Slate" Dabney, Jr.  
King & Spaulding  
1185 Avenue of the Americas  
New York, NY 10036-4003  
Email: [sdabney@kslaw.com](mailto:sdabney@kslaw.com)

Syncora Guarantee, Inc.  
c/o Quinn Emanuel Urquhart & Sullivan, LLP  
Jonathan E. Pickhardt  
Jake M. Shields  
Jeffrey C. Berman  
51 Madison Avenue, 22<sup>nd</sup> Floor  
New York, NY 10010  
[jonpickhardt@quinnemanuel.com](mailto:jonpickhardt@quinnemanuel.com)  
[jakeshields@quinnemanuel.com](mailto:jakeshields@quinnemanuel.com)  
[jeffreyberman@quinnemanuel.com](mailto:jeffreyberman@quinnemanuel.com)

National Public Finance Guarantee  
c/o Adam Berganzi  
Chief Risk Officer  
113 King Street  
Armonk, NY 10504  
Email: [adam.berganzi@nationalpfg.com](mailto:adam.berganzi@nationalpfg.com)

- q. Receiver for County's sewer-system:

John S. Young, Jr. LLC, as Receiver  
c/o Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.  
Timothy M. Lupinacci, Esq.  
W. Patton Hahn, Esq.  
1600 Wachovia Tower  
Birmingham, AL 35203  
Email: [tlupinacci@bakerdonelson.com](mailto:tlupinacci@bakerdonelson.com)  
Email: [phahn@bakerdonelson.com](mailto:phahn@bakerdonelson.com)

- r. Creditors and parties in interest who file with the Court and properly service on the County's Chapter 9 counsel a request for special service and notice; and
- s. Any party against whom direct relief is sought by motion or otherwise, such as the non-debtor counterparty to an executory contract or unexpired lease that the County may propose to assume or reject.

4. Updating of Master Service List. If counsel for any of the parties on the Master Service List is to be added or replaced, the additional or replacement counsel may report this to the County by both filing with the Court and serving on the County's Chapter 9 counsel a request for special notice, including such counsel's e-mail address. Parties listed in the Master Service List for whom e-mail addresses are not listed above shall, to the extent available, promptly advise the County's Chapter 9 counsel in writing of their e-mail addresses to which notices should be sent. The County shall maintain and update from time to time the Master Service List, and file the same from time to time with the Court.

5. E-mail Service by the County. The County may serve Documents upon the parties identified in the Master Service List by e-mail in accordance with the procedures set forth herein.<sup>2</sup> All Documents served by the County by e-mail shall include access to an attached file containing the entire Document, including, as may be applicable, the proposed form(s) of orders and any exhibits, attachments, and other relevant materials, in ".pdf" format, readable by Adobe Acrobat or an equivalent program. Notwithstanding the foregoing, if a Document cannot be annexed to an e-mail (because of its size, technical difficulties, or otherwise), the County may, in its sole discretion, (a) serve the entire Document by U.S. mail or overnight delivery, including the proposed form(s) of orders and any exhibits, attachments, and other relevant materials, or (b) email the party being served and include a notation that the Document cannot be annexed and

---

<sup>2</sup> A printed copy of the order approving these Procedures shall be served upon all parties on the Master Service List on the date the order approving the Procedures is entered.

will be mailed only if requested. Service by e-mail shall be effective as of the date the Document is sent by e-mail to the address provided by a party. If service is done by e-mail, the County shall not be required to serve a paper copy of Documents on interested parties by fax or regular mail. Except as otherwise provided herein, e-mail service shall satisfy the Court's rules for service.

6. Alternative Methods of Service. If a party entitled to notice of a Pleading does not have an e-mail address or if the e-mail address of a party is not known by the County or if service is initially attempted by email but returned or "bounced" due to an incorrect e-mail address, that party shall be served by U.S. first class mail, overnight delivery, facsimile, or hand delivery (the choice being in the County's sole discretion).

7. Additional Notice through Website. The Clerk of the Court shall establish and maintain a website accessible through the Court's website located at [www.alnb.uscourts.gov](http://www.alnb.uscourts.gov) through which material pleadings, orders, notices, lists and other documents regarding the County's Chapter 9 case and the proceedings before this Court will be available for review by the public. The County shall provide a link to the clerk's website on the County's main website, [www.jeffcoonline.jccal.org](http://www.jeffcoonline.jccal.org).

8. Affidavits of Service. Upon the completion of noticing any particular matter, the party seeking relief shall file with the Court within (3) business days thereof either an affidavit of service or a certification of service annexing the list of parties that received notice.

9. Confidentiality. Nothing in these Procedures shall prejudice the right of any party to move the Court to request relief under Section 107(b) of the Bankruptcy Code to protect any entity with respect to a trade secret or confidential research, development, or commercial

information or to protect a person with respect to scandalous or defamatory matter contained in a Document filed in this case.

10. Scope of Modification of Notice and Service Requirements. These procedures do not modify the notice requirements set forth in Bankruptcy Rules 2002(a)(5), 2002(a)(7), 2002(b), and 2002(f). The County maintains its right to request notice and service on different terms and conditions with respect to any particular matter.

**C. Hearings and Related Procedural Matters.**

11. Omnibus Hearings. The County shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings (“Omnibus Hearings”) at which Pleadings shall be heard. If Omnibus Hearings are scheduled, the following guidelines shall apply:

- a. Matters that may be Scheduled for Hearings other than Omnibus Hearings.  
Hearings in connection with (i) claims objections, (ii) pre-trial conferences and trials related to adversary proceedings, (iii) approval of the disclosure statement, (iv) plan confirmation, and (v) any other Pleadings filed by the County may be scheduled for dates other than the Omnibus Hearing dates. However, initial pre-trial conferences scheduled in connection with adversary proceedings shall be set on the next available Omnibus Hearing date that is at least 45 days after the filing of the complaint. Hearings on all other Pleadings filed by a party other than the County must be scheduled for an Omnibus Hearing, except as provided in subsection (b) of this paragraph.
- b. Emergency Relief. In the event that a matter is filed for which the filing party desires expedited relief prior to the next Omnibus Hearing Date, said

party may request an emergency hearing for good cause shown in addition to or in lieu of the Omnibus Hearing Date.

12. Hearings. Unless otherwise ordered by the Court (and except as provided below with respect to stay relief motions), all Pleadings shall be noticed for hearing on the next available Omnibus Hearing date that is at least twenty (20) days after such Pleading is filed and notice thereof is served on the appropriate parties. Notwithstanding the foregoing, if a Pleading requests relief pursuant to Bankruptcy Rules 2002(a) and (b), the Pleading shall be scheduled for the next available Omnibus Hearing date following the expiration of the time period set forth in the rule.

13. Telephonic Participation. Unless the Court determines otherwise, telephonic appearance at all hearings should be authorized, except that those appearing telephonically may not examine witnesses. All requests for telephonic appearances should be made to the Court's chambers at least one business day before the hearing.

14. Objection Deadlines. Except as specifically provided otherwise herein, the deadline to file an Objection (the "Objection Deadline") to any Pleading shall be (a) noon prevailing central time on the sixth (6<sup>th</sup>) business day prior to the hearing date for such Pleading or (b) any date otherwise ordered by the Court. The Objection Deadline may be extended with the consent of the movant or applicant. The Objection will not be considered timely filed unless filed with the Court and received by the Master Service List on or before the applicable Objection Deadline.

15. Deadline for Filing Reply. Unless otherwise ordered by the Court, a reply to an Objection shall be filed with the Court and served in accordance with these Procedures on or



before noon prevailing central time on the day that is two (2) business days before the hearing date for the Pleading with respect to which the Objection was filed.

16. Examination of Witnesses at Hearings. Unless otherwise ordered by the Court, no party, other than the County, will be permitted to examine a witness at any hearing on a contested matter in the County's bankruptcy case unless the party has timely and properly filed and served a Pleading, Objection, Reply or other Document, in accordance with the procedures set forth herein, that directly relates to such contested matter. Furthermore, parties appearing telephonically for hearings on contested matters may not examine witnesses.

17. Agenda. By approximately 4:00 p.m. prevailing central time on the day before a scheduled hearing, the County shall file with the Court an agenda setting forth each matter to be heard at the hearing, the objections filed, and whether such matter is contested, and shall serve the agenda by email on all parties on the Master Service List for whom the County has e-mail addresses. Agendas shall not be required where the County has less than forty-eight (48) hours' notice of the hearing. The matters listed on the agenda shall be limited to matters of substance and shall not include administrative filings such as notices of appearance and affidavits of service.

18. Settlements. In the event a matter is properly noticed for hearing and the parties reach agreement on a settlement of the dispute prior to the final hearing, the parties may announce the settlement at the scheduled hearing. In the event the Court determines that the notice of the dispute and the hearing is adequate notice of the effects of the settlement (i.e., that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement. In the event the Court determines that

additional or supplemental notice is required, the County shall serve such notice in accordance with the Procedures set forth herein and a hearing to consider such settlement shall be on the next hearing day deemed appropriate by the Court.

**D. Automatic Stay Proceedings.**

19. Hearings and Objection Deadlines. Notwithstanding anything contained herein, motions for relief from the automatic stay filed pursuant to Section 362 of the Bankruptcy Code shall be noticed for consideration for the Omnibus Hearing that is at least twenty-five (25) days after the motion is filed and notice is served upon the County. Unless otherwise ordered by the Court, the objection deadline for the County shall be the later to occur of (i) twenty (20) days after the date of filing and service of the motion, or (ii) two (2) business days before the scheduled hearing.

20. Automatic Relief Provision Inapplicable. Notwithstanding Section 362(e) of the Bankruptcy Code, if a motion with respect to a request for relief under Section 362(d) of the Bankruptcy Code is scheduled for a date that is on or after the thirtieth day after the moving party's request for relief was made, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under Section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under Section 362(e) of the Bankruptcy Code.

and it is further;

**ORDERED, ADJUDGED and DECREED** that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

**ORDERED, ADJUDGED and DECREED** that this Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order; and it is further

**ORDERED, ADJUDGED and DECREED** that this Order is without prejudice to the rights of the County pursuant to Section 904 of the Bankruptcy Code, and nothing herein is intended as or shall be deemed to constitute the County's consent pursuant to Section 904 of the Bankruptcy Code to this Court's interference with (1) any of the political or governmental powers of the County, (2) any of the property or revenues of the County, or (3) the County's use or enjoyment of any income-producing property.

**DONE AND ORDERED** this the \_\_\_\_\_ day of \_\_\_\_\_, 2011.

---

UNITED STATES BANKRUPTCY JUDGE